

RECORDATION NO. 25450 FILED

FEB 22 '05 11:54 AM

SURFACE TRANSPORTATION BOARD

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ATTORNEYS AT LAW
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 22, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1, dated as of February 18, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, Illinois 60601

Lessee: NRG Power Marketing Inc.
211 Carnegie Center
Princeton, New Jersey 08540

Mr. Vernon A. Williams
February 22, 2005
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A description of the railroad equipment covered by the enclosed document is:

120 GRL Coal Gondola railcars: PNJX 50000 -- PNJX 50119

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND
RIDER NO. 1

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 1, dated as of February 18, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of February __, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: James N. Munday
Name: James N. Munday
Title: Vice President

By: _____
Name: _____
Title: _____

STATE OF IL)
COUNTY OF COOK }

SS:

On this 16 day of February, 2005, before me personally appeared James N. Munday, to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Michelle Kallick
Notary Public

My Commission Expires:

8-27-05



IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of February __, 2005.

LESSOR:

LESSEE:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

NRG POWER MARKETING INC.

By: _____

By: Thomas N. May TNS

Name: _____

Name: Thomas N. May
Vice President

Title: _____

Title: NRG Power Marketing Inc.

STATE OF New Jersey)
COUNTY OF Mercer)

SS:

On this 17 day of February, 2005, before me personally appeared Thomas N. May, to me personally known, who being duly sworn, stated that he is Vice President of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dawn M. Dee
Notary Public

My Commission Expires:

DAWN M. DEE
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 26, 2007

Exhibit A

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
1	PNJX	50000	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX	50001	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX	50002	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX	50003	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX	50004	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX	50005	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX	50006	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX	50007	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX	50008	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX	50009	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX	50010	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX	50011	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX	50012	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX	50013	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX	50014	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX	50015	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX	50016	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX	50017	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX	50018	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX	50019	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX	50020	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX	50021	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX	50022	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX	50023	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX	50024	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX	50025	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX	50026	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX	50027	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX	50028	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX	50029	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX	50030	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX	50031	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX	50032	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX	50033	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX	50034	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX	50035	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX	50036	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX	50037	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX	50038	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX	50039	Aluminum Bethgon II Coal Car	Johnstown America
41	PNJX	50040	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50041	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50042	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50043	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50044	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50045	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50046	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50047	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50048	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50049	Aluminum Bethgon II Coal Car	Johnstown America

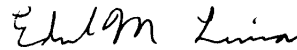
Unit Count	AAR Reporting Mark		Car Type	Manufacturer
51	PNJX	50050	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50051	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50052	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50053	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50054	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50055	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50056	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50057	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50058	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50059	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50060	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50061	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50062	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50063	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50064	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50065	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50066	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50067	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50068	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50069	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50070	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50071	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50072	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50073	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50074	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50075	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50076	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50077	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50078	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50079	Aluminum Bethgon II Coal Car	Johnstown America
81	PNJX	50080	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50081	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50082	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50083	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50084	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50085	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50086	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50087	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50088	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50089	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50090	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50091	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50092	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50093	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50094	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50095	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50096	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50097	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50098	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50099	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
101	PNJX	50100	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50101	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50102	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50103	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50104	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50105	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	50106	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	50107	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	50108	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50109	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50110	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50111	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50112	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50113	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50114	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50115	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50116	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50117	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50118	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50119	Aluminum Bethgon II Coal Car	Johnstown America

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 22, 2005



Edward M. Luria